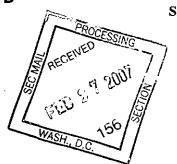
#### FGRM D



### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

1	391868						
	OMB APPROVAL						
	OMB Number:	3235-007	6				
	Expires:	April 30, 200	8				
	07045724	.0 	0				
	DATE RE	CEIVED					

Name of Offering ( check if this is an amendment and name has c	hanged, and indicate change.)						
International Small Cap Fund, LP		W. A. D. C.					
Filing Under (Check box(es) that apply):  Rule 504	☐ Rule 505 ☐ Rule 506	PROCESSED					
Type of Filing: New Filing Amendment		PROCESSED					
A. BASIC IDI	ENTIFICATION DATA	MAR 0 5 2007					
Enter the information requested about the issuer		K					
Name of the Issuer ( check if this is an amendment and name has ch	nanged, and indicate change.)	THOMSON					
International Small Cap Fund, LP	" *************************************						
Address of Executive Offices (Number and Street, City, State	e, Zip Code)	Telephone Number (Including Area Code)					
1114 Avenue of the Americas, 28th Floor, New York, NY 10036		(212) 703-3100					
Address of Principal Business Operations (Number and Stre	Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)						
(if different from Executive Offices) Same							
Brief Description of Business							
Investing in and trading of securities							
Type of Business Organization	<u></u>						
corporation Imited partnership, already	formed  other (please specify): l	imited liability company, already formed					
☐ business trust ☐ limited partnership, to be fo	rmed						
N	Month Year						
Actual or Estimated Date of Incorporation or Organization: [0][6] [0][3] Actual							
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:							
CN for Canada: EN for other foreign jurisdiction) [D][E]							

#### **GENERAL INSTRUCTIONS**

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

#### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6/02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

2. Enter the information reque	sted for the follow	ving:					
• Each promoter of the issuer, if the issuer has been organized within the past five years;							
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;							
			porate general and managin	g partners of partn	ership issuers; and		
Each general and mana	ging partner of pa	artnership issuers.					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner		
Full Name (Last name first, if Trilogy Global Advisors, LL	· ·						
Business or Residence Address 1114 Avenue of the Americas		r and Street, City, State, Z v York, NY 10036	Cip Code)				
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner		
Full Name (Last name first, if Sterling, William P.	individual)						
Business or Residence Address 1114 Avenue of the Americas		r and Street, City, State, Z v York, NY 10036	Cip Code)				
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner		
Full Name (Last name first, if Myklusch, John F.	individual)						
Business or Residence Address 1114 Avenue of the Americas		r and Street, City, State, Z v York, NY 10036	Cip Code)				
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☐ General and/or Managing Partner		
Full Name (Last name first, if Beckwitt, Robert	individual)						
Business or Residence Addres 1114 Avenue of the Americas		r and Street, City, State, Z v York, NY 10036	Zip Code)				
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner		
Full Name (Last name first, if Gigliotti, Gregory J.	individual)						
Business or Residence Addres 1114 Avenue of the America		er and Street, City, State, Z v York, NY 10036	Zip Code)				
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner		
Full Name (Last name first, if Holley, Carol							
Business or Residence Addres 1114 Avenue of the America		er and Street, City, State, Z v York, NY 10036	Zip Code)				
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner		
Full Name (Last name first, if individual) Burrow, Ryan R.							
Business or Residence Addres 1114 Avenue of the America		er and Street, City, State, 2 w York, NY 10036	Zip Code)				
Check Box(es) that Apply:	Promoter	Beneficial Owner		Director	General and/or Managing Partner		

A. BASIC IDENTIFICATION DATA

. 7,

Full Name (Last name first, if it Masi, Thomas A.	ndividual)						
Business or Residence Address (Number and Street, City, State, Zip Code) 1114 Avenue of the Americas, 28th Floor, New York, NY 10036							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner		
Full Name (Last name first, if in	ndividual)						
Business or Residence Address	(Numbe	er and Street, City, State, 2	Zip Code)				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner		
Full Name (Last name first, if in	ndividual)						
Business or Residence Address (Number and Street, City, State, Zip Code)							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner		
Full Name (Last name first, if it	ndividual)						
Business or Residence Address (Number and Street, City, State, Zip Code)							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address (Number and Street, City, State, Zip Code)							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner		
Full Name (Last name first, if individual)							
Business or Residence Address (Number and Street, City, State, Zip Code)							

				, 18 <sup>38</sup> 1	B. INFORM	ATION ABO	UT OFFER	ING 🚈 🐔 .	24		i garan ing salah sa Salah salah sa	· .
1. Has the	issuer sold,	or does the i	ssuer intend	to sell, to non-	accredited in						Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									⊠			
				Answer	also in Appe	ndix, Column	2, if filing u	nder ULOE.				
2. What is the minimum investment that will be accepted from any individual?									\$ 1	*000,000		
3. Does th	ne offering pe	ermit joint ov	wnership of a	single unit?							Yes	No
3. Does the offering permit joint ownership of a single unit?											$\boxtimes$	
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.												
Full Name	e (Last name	first, if indiv	idual)									
Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of A	Associated Br	oker or Dea	ler									
									•			
		*** 11 /		6								
				ntends to Solic tes)							Па	ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[ CT ]	[DE]	[DC]	[FL]	[ GA ]	[HI]	[ ID ]
[L]	[IN ]	[ IA ]	[ KS ]	[KY]	[ LA ]	[ME]	[MD]	[ MA ]	[MI]	[ MN ]	[ MS ]	[ MO ]
[MT]	[NE]	[ NV ]	[ NH ]	[ NJ ]	[ NM ]	[ NY ]	[ NC ]	[ ND ]	[ OH ]	[ OK ]	[ OR ]	[ PA ]
[ RI ]	[SC]	[ SD ]	[ TN ]	[ TX ]	[ UT ]	[ VT ]	[ VA ]	[ WA ]	[ WV <sub>.</sub> ]	( WI ]	[ WY ]	[ PR ]
Full Name	(Last name	first, if indiv	idual)									
Business o	or Residence	Address (Nu	mber and St	reet, City, State	e, Zip Code)							
Name of A	Associated Br	oker or Dea	ler									-
		_										
States in V	Which Person	Listed has S	Solicited or Ir	ntends to Solic	it Purchasers					<del></del>		
				tes)							🗆 А	II States
				[CA]		[CT]	[ DE ]	[ DC ]	[FL]	[ GA ]	[ H[ ]	[ ID ]
[ IL ]	[IN ]	[ IA ]	[ KS ]	{ KY }	[LA]	[ ME ]	[ MD ]	[ MA ]	[ MI ]	[ MN ]	[ MS ]	[ MO ]
[MT]	[NE]	[ NV ]	[ NH ]	[ NJ ]	[ NM ]	[ NY ]	[ NC ]	[ ND ]	[ OH ]	[ OK ]	[ OR ]	[ PA ]
[ RI ]	[SC]	[ SD ]	[ TN ]	[ TX ]	[UT]	[ VT ]	[ VA ]	[ WA ]	[ WV ]	[ WI ]	[ WY ]	[ PR ]
Full Name (Last name first, if individual)												
Business or Residence Address (Number and Street, City, State, Zip Code)												
Name of A	Associated Br	oker or Dea	ler						<del>-</del> , -, -, -, -, -, -, -, -, -, -, -, -, -,		_	
States in 1	Which Dance	Lietad boo	Colicited or I	ntende to Solic	it Purchager							
States in Which Person Listed has Solicited or Intends to Solicit Purchasers  (Check "All States" or check individual States)												
[AL]	(AK)	[AZ]	[AR]	[ CA ]	[CO]	[CT]	[DE]	[DC]	[FL]	[ GA ]	(HI)	[ID]
[IL]	[IN ]	[ IA ]	[KS]	[ KY ]	[LA]	[ME]	[ MD ]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[ NH ]	[ NJ ]	[ NM ]	[ NY ]	[NC]	[ ND ]	[ OH ]	( OK )	[OR]	[ PA ]
[RI]	[SC]	[ SD ]	[ TN ]	[TX]	[UT]	[ VT ]	[ VA ]	[ WA ]	[ WV ]	[ WI ]	[ WY ]	[ PR ]

<sup>\*</sup>Subject to Waiver or Increase

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Offering Price Sold Type of Security Debt..... 0 Equity..... ☐ Common ☐ Preferred Convertible Securities (including warrants)..... 0 1,124,517 Partnership Interests..... \_\_\_\_\_)..... 0 Other (Specify \_\_ Total ..... Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount of Purchases Investors Accredited Investors Non-accredited Investors 0 Total (for filings under Rule 504 only) 0 0 Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C -Question 1. Type of Dollar Amount Security Sold Type of offering Rule 505..... Regulation A ..... Rule 504 Total ..... Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs.....  $\boxtimes$ 2,000 Legal Fees  $\boxtimes$ 25,000 5,000\_\_\_ Accounting Fees. Engineering Fees. Sales Commissions (specify finders' fees separately)..... Other Expenses (identify)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Total

32,000

<sup>\*</sup> No minimum or maximum.

<sup>\*\*</sup> Assets Under Management as of 2/20/07.

	b.Enter the difference between the aggregate offering price given in response to Part C – Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		\$*
5.	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose in not known, furnish an estimate and check the box to the left of the estimate. The total of the payment listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.		
		Payment Office Director Affilia	rs, s, & Payments To
	Salaries and fees		\$*
	Purchase of real estate	□ \$	
	Purchase, rental or leasing and installation of machinery and equipment	□ \$	\$
	Construction or leasing of plant buildings and facilities	□ \$	
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	□ \$	· □ \$
	Repayment of indebtedness	<b>\$</b>	
	Working capital	□ \$ <u></u> *	<u> </u>
	Other (specify):	□ \$	🗆 \$
		<b>-</b> \$	
	Column Totals	□ Ψ <u> </u>	· 🖾 \$*
	Total Payments Listed (column totals added)	<b>⊠</b> \$	*
* N	o Minimum or Maximum.	<del></del>	
÷.	D. FEDERAL SIGNATURE		
sig	e issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this nature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Compormation furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule	mission, upon	under Rule 505, the following written request of its staff, the
	uer (Print or Type) ternational Small Cap Fund, LP		Date: 2/22/07
	me of Signer (Print or Type)  Title of Signer (Print or Type)  hn F. Myklusch  Principal of Trilogy Global Advisors, I	LLC, the Gene	ral Partner of the Issuer

### **ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

## E. STATE SIGNATURE 1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule?

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) International Small Cap Fund, LP	Signature	Date 2/22/07
Name of Signer(Print or Type)  John F. Myklusch	Title (Print or Type) Principal of Trilogy Global Advisors, LLC, the Gene	eral Partner of the Issuer

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

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